

EXHIBIT A

PHILLIPS, GOLDMAN & SPENCE, P.A.

INVOICES BY TIME AND INDIVIDUAL

**FOR THE TIME PERIOD
OCTOBER 1, 2005 THROUGH OCTOBER 31, 2005**

Phillips, Goldman & Spence, P.A.
1200 N. Broom Street
Wilmington, DE 19806
(302) 655-4200
EI #: 51-0328786

December 15, 2005

Swidler Berlin, LLP
Richard H. Wyron
3000 K. Street, NW
Suite 300
Washington DC 20007

File WRG-AUS/JCP
Invoice number 60307

Re: W. R. Grace & Co.
David T. Austern
Case No.: 01-01139 (RLB)

Subtotal for FEES only: 10/31/05	\$10,201.00
Subtotal for COSTS only: 10/31/05	\$9.11
<hr/> CURRENT PERIOD FEES AND COSTS: 10/31/05 <hr/> \$10,210.11 <hr/>	

Please remit duplicate copy with payment. Thank you.

Phillips, Goldman & Spence, P.A.

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December 15, 2005

Swidler Berlin, LLP

File WRG-AUS/JCP
Invoice number 60307

Re: W. R. Grace & Co.
David T. Austern

SERVICES	HOURS	AMOUNT
LITIGATION	28.7	10,045.00
CASE ADMINISTRATION	0.6	78.00
FEE/EMPLOYMENT APPLICATIONS	0.6	78.00
Subtotal for FEES only: 10/31/05	29.9	\$10,201.00

RATE	SUMM	HOURS				
350.00	JCP	28.70	28.70	10,045.00	0.00	0.00
130.00	CAH	1.20	1.20	156.00	0.00	0.00
Totals		29.90	29.90	10,201.00	0.00	0.00

Sort Fields:
 Grouping code (Paginate)
 Client code
 Actual employee code (Subtotals)
 Transaction date

Range Fields:
 Client code
 Invoice Number

I WRG - WRG
 I 60307 - 60307

Cl Code	Grouping code	Description	Act	Trans	Transaction description	Billable	Billable	Billable
			Emp	Date		Hours	Dollars	Grp Cd
WRG	CASE ADMINISTRATION	CAH 10/12/05 Update docket to system.	WRG	CAH	10/12/05 Update docket to system.	0.20	26.00	Ca
WRG	CASE ADMINISTRATION	CAH 10/16/05 Merge signed documents with filed documents.	WRG	CAH	10/16/05 Merge signed documents with filed documents.	0.20	26.00	
WRG	CASE ADMINISTRATION	CAH 10/31/05 Merge original signatures into filed documents.	WRG	CAH	10/31/05 Merge original signatures into filed documents.	0.20	26.00	
						0.60	78.00	
						0.60	78.00	

Case 01-01139-AMC Doc 11478-3 WRG			Page 5 of 10		
CL Code	Grouping	code description	Act Emp	Trans Date	Transaction description
WRG	LITIGATION	JCP 10/03/05 Review of miscellaneous pleadings.	JCP	10/03/05	Review of miscellaneous pleadings.
WRG	LITIGATION	JCP 10/04/05 Review of Debtors' Witness Disclosure for Property Damage Est. Phase II (.2); review of Delaware's Fact Witness Disclosure (.2); review of miscellaneous pleadings and Orders (.2); review of Debtors' Brief Disallowing/Expunging Speights and Runyan Claims (voluminous) review of miscellaneous pleadings and Order (.7).	JCP	10/04/05	Review of Debtors' Witness Disclosure for Property Damage Est. Phase II (.2); review of Delaware's Fact Witness Disclosure (.2); review of miscellaneous pleadings and Orders (.2); review of Debtors' Brief Disallowing/Expunging Speights and Runyan Claims (voluminous) review of miscellaneous pleadings and Order (.7).
WRG	LITIGATION	JCP 10/05/05 Review of miscellaneous pleadings; review of Debtors' Notice of Filing Summary Chart.	JCP	10/05/05	Review of miscellaneous pleadings; review of Debtors' Notice of Filing Summary Chart.
WRG	LITIGATION	JCP 10/06/05 Review of miscellaneous pleadings.	JCP	10/06/05	Review of miscellaneous pleadings.
WRG	LITIGATION	JCP 10/07/05 Review of miscellaneous pleadings; review of Steeler's Response to Debtors' 15th Omnibus Objection.	JCP	10/07/05	Review of miscellaneous pleadings; review of Steeler's Response to Debtors' 15th Omnibus Objection.
WRG	LITIGATION	JCP 10/08/05 Review of Reaud Morgan's, O'Quinn Lammack's, Baron and Budd's, Silber Pearlman's and Certain Law Firms' Oppositions to Debtors' Motion to Take Discovery from Claimants' Attorneys (voluminous) (1.6); review of Attorney Lewis' Response to Debtors' 14th Omnibus Objection on behalf of 15 claimants (.3); review of miscellaneous pleadings (.3).	JCP	10/08/05	Review of Reaud Morgan's, O'Quinn Lammack's, Baron and Budd's, Silber Pearlman's and Certain Law Firms' Oppositions to Debtors' Motion to Take Discovery from Claimants' Attorneys (voluminous) (1.6); review of Attorney Lewis' Response to Debtors' 14th Omnibus Objection on behalf of 15 claimants (.3); review of miscellaneous pleadings (.3).
WRG	LITIGATION	JCP 10/10/05 Review of miscellaneous pleadings and Order (.3); review of 9/1/05 Federal Mogul Transcript (.2); review of Debtors' Opposition to Reaud Moran's Motion for Modification of Personal Injury CMO (.3); review of Personal Injury Committee's Joinder in Libby Claimants' Opposition to Debtors' Motion to Expand Preliminary Injunction (.9); review of Libby Claimants' Opposition to Debtors' Motion to File Amended Complaint and Memo of Law (.5); review of Louisiana School District's Response to Debtors' 15th Omnibus Objection (.4).	JCP	10/10/05	Review of miscellaneous pleadings and Order (.3); review of 9/1/05 Federal Mogul Transcript (.2); review of Debtors' Opposition to Reaud Moran's Motion for Modification of Personal Injury CMO (.3); review of Personal Injury Committee's Joinder in Libby Claimants' Opposition to Debtors' Motion to Expand Preliminary Injunction (.9); review of Libby Claimants' Opposition to Debtors' Motion to File Amended Complaint and Memo of Law (.5); review of Louisiana School District's Response to Debtors' 15th Omnibus Objection (.4).
WRG	LITIGATION	JCP 10/11/05 Review of Personal Injury Committee's Opposition to Debtors' Emergency Motion to Take Discovery of Claimants' counsel (voluminous) (.6); review of Speights and Runyan's Response to Debtors' 13th Omnibus Objection (voluminous) (.6); review of Debtors' Opposition to Reaud Morgan's Motion to Modify CMO (.2); review of miscellaneous pleadings (.2).	JCP	10/11/05	Review of Personal Injury Committee's Opposition to Debtors' Emergency Motion to Take Discovery of Claimants' counsel (voluminous) (.6); review of Speights and Runyan's Response to Debtors' 13th Omnibus Objection (voluminous) (.6); review of Debtors' Opposition to Reaud Morgan's Motion to Modify CMO (.2); review of miscellaneous pleadings (.2).
WRG	LITIGATION	JCP 10/12/05 Review of miscellaneous pleadings; review of 9/26/05 Hearing Transcript; review of Certification of Counsel re: Hearing Dates; review of proposed Order re: 2006 Hearing Dates.	JCP	10/12/05	Review of miscellaneous pleadings; review of 9/26/05 Hearing Transcript; review of Certification of Counsel re: Hearing Dates; review of proposed Order re: 2006 Hearing Dates.
WRG	LITIGATION	JCP 10/13/05 Review of miscellaneous pleadings; review of Debtors' Motion to Establish a Pre-Petition Personal Injury Claims Bar Date.	JCP	10/13/05	Review of miscellaneous pleadings; review of Debtors' Motion to Establish a Pre-Petition Personal Injury Claims Bar Date.

-Fees-

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WrG	LITIGATION	WrG	WrG	WrG	WrG	WrG
Cl Code Grouping		code description		Act	Trans	Transaction description
JCP	10/17/05	Review of miscellaneous Pleadings; review of Personal Injury Committee's Interrogatories and Request for Production to Debtor; review of Foster and Sear's Joinder in Objection to Discovery from counsel for Plaintiff's; review of Agenda for 10/24/05 Hearing.				
WrG	LITIGATION					
JCP	10/18/05	Review of Property Damage Committee's Memo in Opposition to Methodology Issue in Estimation of Property Damage Claims (.4); review of Debtor's Fact and Expert Witness Disclosures for Property Damage Phase 1 Estimation with Exhibits (.8); review of Exhibits (.7); review of Debtor's Brief in Support of Constructive Notice (.8); review of Miscellaneous Pleadings (.2); review of Agenda for 10/24/05 Hearing (.2); review of Notice of 10/24/05 Hearing (.1).		3.20	1,120.00	
WrG	LITIGATION					
JCP	10/19/05	Review of miscellaneous pleadings; review of Amended Agenda for 10/24/05 Hearing.		0.20	70.00	
WrG	LITIGATION					
JCP	10/20/05	Review of Amended Agenda for 10/24/05 Hearing; review of miscellaneous pleadings.		0.20	70.00	
WrG	LITIGATION					
JCP	10/21/05	Review of miscellaneous pleadings (voluminous); review of Order Scheduling Hearing Dates; review of sample Objection to Debtor's 15th Omnibus Objection to Claims (voluminous).		0.40	140.00	
WrG	LITIGATION					
JCP	10/22/05	Review of Personal Injury Committee's Motion to Shorten Notice re: Motion to Modify CMO; review of Personal Injury Committee's Motion to Modify CMO; review of Property Damage Committee's Response to Debtor's 15th Omnibus Objection.		0.60	210.00	
WrG	LITIGATION					
JCP	10/24/05	E-mail from and e-mail to Rick Wyron (.2); court appearance re: Omnibus Hearing (.2); review of Tom Lewis' Responses to Debtor's 15 Omnibus Objection for numerous claimants (extremely voluminous) (.9); review of Speights and Runyan's Response to Debtor's Brief re: Disallowing 1900 Claims (.6); review of Speights Motion for Anderson Memorial Class Certification (.2).		4.70	1,645.00	
WrG	LITIGATION					
JCP	10/25/05	Review of miscellaneous pleadings; review of Agenda for 10/31/05 Hearing.		0.20	70.00	
WrG	LITIGATION					
JCP	10/25/05	Review of San Diego's Gas Opposition to Debtor's 15th Omnibus Objection; review of Personal Injury Committee's Motion to Modify CMO; review of miscellaneous pleadings; review of Rice Motley Master Exhibit List.		0.40	140.00	
WrG	LITIGATION					
JCP	10/26/05	Review of Delaware's Supplemental Disclosure of Experts; review of Amended Agenda for 10/31/05 Hearing.		0.10	35.00	
WrG	LITIGATION					
JCP	10/27/05	Review of Debtor's Reply Brief to Disallow Speights and Runyan Claims (.1); review of Personal Injury Committee's Notice of Deposition and subpoena (Flynn) (.1); review of Modified Order re: Clarification of CMO (.1); review of miscellaneous pleadings and Orders (4x) (.3); review of		0.80	280.00	
WrG	LITIGATION					

LEGALMASTER MIRC For Transactions -Fees-					
WRG	LITIGATION	Act Trans Emp Date	Transaction description	Billable Hours	Billable Dollars Grp Cd
WRG	LITIGATION	JCP	10/28/05 E-mail from and e-mail to Rose Meade re: 10/28/05 filing (.1); conference with enclosure (2x); review of, revise and execute FCR's Opposition to Debtors' Motion for Personal Injury Claim Bar Date (1.2); phone conference with Debbie Falder (voicemail) (.1); conference with paralegal (2x) (.1); phone conference with Debbie Falder (.2); review of miscellaneous pleadings (.2); review of Equity Committee's Joinder re: Personal Injury Bar Date (.2); review of Barron and Budd's and Personal Injury Committee's Opposition to Debtors' Motion for Personal Injury Claim Bar Date (.2); review of Debtors' Opposition to New Jersey's Motion to Dismiss (.3); review of Philadelphia's Joinder in Property Damage Committee's Response to "Methodology Issue" (.6).	3.20	1,120.00
WRG	LITIGATION	JCP	10/31/05 Review of miscellaneous pleadings (.3); phone conference with Judge Fitzgerald and all counsel re: Speights and Runyan Property Damage claims (.5); review of Debtors' 17th Quarterly Reports on Settlements and Asset Sales (.3); review of Property Damage Committee's Memo of Law in Opposition to Debtors' Brief in Support of Estimation Hearing on Constructive Notice (.6); review of Debtors' Response to Property Damage Committee's Opposition to "Methodology Issue" (.4).	4.50	1,575.00

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28.70	10,045.00
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28.70	10,045.00
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-Fees-

LEGALMASTER MIRC For Transactions					
-Fees-					
Cl Code	Grouping code	description	Act Trans	Billable	Billable
			Emp Date	Hours	Dollars
WRG	FEE/EMPLOYMENT APPLICATIONS	CAH 10/21/05 Download and File Fee Application for Swidler Berlin.	0.40	52.00	fa
WRG	FEE/EMPLOYMENT APPLICATIONS	CAH 10/28/05 Download and file Certificate of No Objection for Swidler Berlin's July Fee Application.	0.20	26.00	
				0.60	78.00
				0.60	78.00
				29.90	10,201.00

28 records printed.

EXHIBIT B

PHILLIPS, GOLDMAN & SPENCE, P.A.

EXPENSE RECORDS

**FOR THE TIME PERIOD
OCTOBER 1, 2005 THROUGH OCTOBER 31, 2005**

Phillips, Goldman & Spence, P.A.

December 15, 2005

Swidler Berlin, LLP

File WRG-AUS/JCP
Invoice number 60307

Re: W. R. Grace & Co.
David T. Austern

COSTS ADVANCED

10/01/05 Long distance phone charges	1.71
10/25/05 Photocopies	4.40
10/27/05 Facsimile	3.00
<hr/> Subtotal for COSTS only: 10/31/05 \$9.11	